

RED HAT INC
Form SC 13G/A
January 07, 2004

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

RED HAT, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$.0001 PER SHARE

(Title of Class of Securities)

756577 10 2

(CUSIP Number)

December 31, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

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Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 756577 10 2

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Frank Batten, Jr.

2. Check the Appropriate Box if a Member of a Group (See Instructions).

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization:

United States of America

5. Sole Voting Power:

NUMBER OF

1,027,503 shares (see Item 4)

SHARES

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0 shares

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

1,027,503 shares (see Item 4)

WITH

8. Shared Dispositive Power:

0 shares

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9. Aggregate Amount Beneficially Owned by Each Reporting Person:

6,018,728 shares (see Item 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions).

..

11. Percent of Class Represented by Amount in Row (9):

3.4%

12. Type of Reporting Person (See Instructions):

IN

Item 1. (a) Name of Issuer:

Red Hat, Inc.

(b) Address of Issuer's Principal Executive Offices:

1801 Varsity Drive

Raleigh, North Carolina 27606.

Item 2. (a) Name of Person Filing:

Frank Batten, Jr.

(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of Frank Batten, Jr., is c/o Landmark Communications, Inc., 150 W. Brambleton Avenue, Norfolk, Virginia 23510-2075.

(c) Citizenship:

U.S.A.

(d) Title of Class of Securities:

Common Stock, \$.0001 par value per share

(e) CUSIP Number:

756577 10 2

Item 3. **If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**

Not Applicable.

Item 4. **Ownership.**

(a) Amount beneficially owned:

6,018,728 shares.

Shares beneficially owned by Mr. Batten include 1,027,503 shares held of record by the Frank Batten, Jr. Trust dated April 11, 1988, as amended (Mr. Batten has the power to vote such shares as sole acting trustee), and 4,991,225 shares held of record by the 1998 Frank Batten, Jr. Trust (Mr. Batten holds no voting power over such shares). Mr. Batten disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, if any, and this statement shall not be deemed an admission that Mr. Batten is the beneficial owner of these shares for any purpose.

(b) Percent of class:

3.4%

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The foregoing percentage is based on 175,260,239 shares of Common Stock reported to be outstanding as of November 30, 2003 in a Form 10-Q filed on January 6, 2004.

- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 1,027,503 shares
 - (ii) Shared power to vote or to direct the vote: 0 shares
 - (iii) Sole power to dispose or to direct the disposition of: 1,027,503 shares
 - (iv) Shared power to dispose or to direct the disposition of: 0 shares

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Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5% of the class of securities, check the following box: x.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

Not Applicable. This Amendment to Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: 1-6-04

/s/ Frank Batten, Jr.

Frank Batten, Jr.